

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE**

ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 13th day of JUNE, 1996 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land within the Fairbanks Recording District for the purpose of relocating and maintaining an 800 foot segment of the pipeline workpad to improve vehicular access along this section of pipeline. The workpad will be relocated to the west of its current location and allows for a switchback to ease the climb up the slope.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands described as:

Township 7 North, Range 4 West, Fairbanks Meridian, Alaska.

Section 30, NE4SW4, those lands within the following described area

Beginning at a point on the westerly TAPS right-of-way boundary line opposite pipeline station 21412+00, the point of beginning; thence southeasterly along the westerly TAP right-of-way boundary line a distance of 900 feet to a point; thence southwesterly at right angle to the previous bearing a distance of approximately 275 feet to a point; thence northwesterly at right angle to the previous bearing a distance of approximately 900 feet to a point; thence northeasterly at right angle to the previous bearing a distance of approximately 275 feet to the point of beginning, containing approximately 5.7 acres.

Subject to the United States Department of the Interior Grant of Right-of-Way, F-24538, for the Alaska Natural Gas Transportation System (ANGTS) issued December 1, 1980 to Alaskan Northwest Natural Gas Transportation Company under the provisions of the Alaska Natural Gas Transportation Act of 1976 and Sec. 28 of the Mineral Leasing Act

of 1920, as amended.

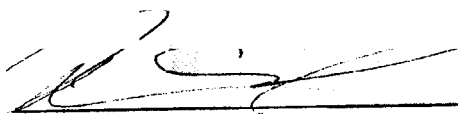
Upon notice by the grantee, its successors, or assigns, of the abovementioned United States Department of the Interior Grant of Right-of-Way, F-24538, as amended, that the lands, in whole or part, involved in this amendment are necessary for construction, operation, or maintenance of the gas pipeline authorized under the aforementioned grant, the Lessee shall to that extent discontinue use, remove, or relocate any improvements constructed under this amendment.

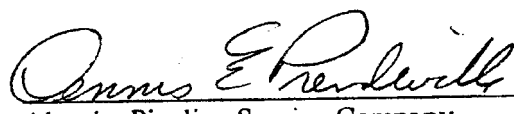
The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the relocated workpad, said as-built to be tied to the TAPS pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

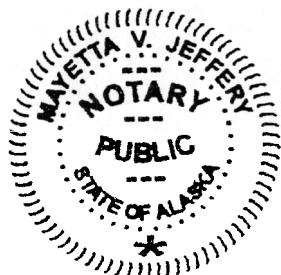
LESSEE

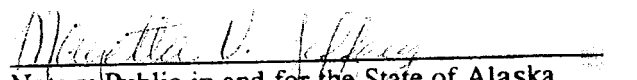

John Shively
Commissioner
Department of Natural Resources


Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 13th day of June, 1996, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.




Notary Public in and for the State of Alaska
My Commission expires June 22 1999

STATE OF ALASKA)

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 11th day of June, 1996, before me, personally appeared DENNIS E. PRENDEVILLE, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

Susan Waterman
Notary Public in and for the State of Alaska
My Commission expires March 21, 1999